



**SPANDANA SPHOORTY FINANCIAL LIMITED**

Plot No: - 31 & 32, Ramky Selenium Towers, Tower A, Ground Floor, Financial Dist,  
Nanakramguda, Hyderabad, Telengana-500032

Website: [www.spandanaindia.com](http://www.spandanaindia.com), CIN: U65929TG2003PLC040648

Ph No. 040-48126666

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**NOTICE**

Notice is hereby given that the Sixteenth (16<sup>th</sup>) Annual General Meeting of the Members of the Company of Spandana Sphoorty Financial Limited will be held on Thursday, 11<sup>th</sup> July, 2019 at 10:00 A.M. at the Registered Office of the Company at Plot No: - 31 & 32, Ramky Selenium Towers, Tower A, Financial Dist, Nanakramguda, Hyderabad, Telangana -500032 to transact the following business:

**ORDINARY BUSINESS:**

**Item No. 1 - Consider and Adoption of Financial Statements:**

- (a) To receive, consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
- (b) To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Auditors thereon.

**Item No. 2 - Rotation of Director:**

To appoint a Director in place of Mr. Darius Dinshaw Pandole, (DIN: 00727320) who retires by rotation and, being eligible, offers himself for re-appointment.

**Item No. 3 - Rotation of Director:**

To appoint a Director in place of Mr. Ramachandra Kasargod Kamath, (DIN: 01715073), who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item No. 4 - To accord the approval for issue of Non Convertible Debentures (NCDs) on private placement basis:**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** in supersession to the earlier resolution passed by the Members at the Extra-Ordinary General Meeting of the Company held on 4<sup>th</sup> August, 2017 and 14<sup>th</sup> June, 2018, and in accordance with Section 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Rule 14(2) and other applicable provisions of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue & Listing of Debt Securities) Regulations, 2008, the



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, Guidelines Issued by Reserve Bank of India for Raising Money through Private Placement of Non-Convertible Debentures (NCDs) by NBFCs and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory/Regulatory Authority, as may be applicable and the memorandum and articles of association of the Company and subject to the consents, approvals, permissions and sanctions of the concerned statutory and regulatory authorities, if and to the extent necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall include any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this Resolution) for making offer(s) or invitation(s) to subscribe to and allot unsubordinated or subordinated, perpetual or non-perpetual, listed or unlisted, secured or unsecured, non-convertible debentures (hereinafter collectively referred as "Securities") on a private placement basis during a period of one year from the date of passing of this resolution up to an amount not exceeding INR 2000,00,00,000/- (Indian Rupees Two thousand crores only) on such terms and conditions, at par, premium or discount, in one or more tranches to such person or persons including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, alternative investment funds, pension/provident funds and individuals as the case may be, as the Board may decide in its absolute discretion."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the Securities are to be issued, time, securities to be offered, the number of securities, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto."

**Item No. 5 - To accord the approval for granting loan(s)/advance(s) and guarantee to Abhiram Marketing Services Limited, a Group Company:**

To consider and if thought fit to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 185 and 186 (as amended by the Companies (Amendment) Act, 2017), and other applicable provisions of the Companies Act, 2013, if any, ("**Companies Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and enabling provisions of Memorandum of Association (MOA) and Articles of Association (AOA) of the Company and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory/Regulatory Authorities, as may be applicable, the consent of members be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall include any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this



Resolution) to grant loan(s)/advance(s) including any loan represented by way of a Book debt (including any loans or advances provided or to be provided) to Abhiram Marketing Services Limited, a Group Company (AMSL), and to give Guarantee in connection with any Loan(s) or advance(s) taken or to be taken by AMSL; upto an aggregate amount, which shall not exceed 2% of the Gross Assets Under Management (AUM) of the Company (as defined in the explanatory statement as annexed to this Notice convening this meeting), in one or more tranches, and on such terms and conditions as may be mutually agreed upon.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**Item No. 6 -To amend the existing Articles of Association of the Company:**

To consider and if thought fit to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended in the manner as set out below:

The following amendments shall be made in **PART I** of Article of Association:

(i) In Article 2. A (tt), the definition of “Seal” shall be Omitted.

(ii) Article 15.(d), shall substituted with the following:

“A certificate, signed by two directors or by a director and the Company Secretary, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.”

(iii) In Article 28.(d), the word ‘ by instrument under seal’ shall be omitted.

The following amendments shall be made in **PART II** of Article of Association:

(i) In Article 1. 1.1, the definition of “Group Companies” shall be substituted with the following:

“**Group Companies**” means Abhiram Marketing Services Limited and such other Companies which becomes Group Company, from time to time, in terms of the various laws applicable to the Company.”

(ii) In Article 6.2, the word ‘be issued under the seal of the Company and shall’ shall be omitted.



**“RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required with regard to the aforesaid resolution.”

**Item No. 7 - To continue the directorship of Mr. Jagdish Capoor (DIN: 00002516) as an Independent Director for the remaining period of the term:**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and all other applicable provisions, if any, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Jagdish Capoor (DIN: 00002516), who has attained the age of 75 years, for the remaining period of his existing term of Directorship as an Independent Director of the Company.”

**“RESOLVED FURTHER THAT** Mrs. Padmaja Gangireddy, Managing Director (DIN: 00004842) and Mr. Rakesh Jhinharia, Company Secretary (Membership No. F8325) of the Company be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, Hyderabad and do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

**Item No. 8 - To approve the payment of Annual Fees to Non-Executive Directors (including the Independent Directors) of the Company:**

To consider and if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT,** pursuant to the applicable provisions of the Companies Act, 2013, and pursuant to the Memorandum and Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded, that each of the Non-executive Directors (including Independent Directors) of the Company, including both present and future, be paid annually, for each of the financial years a fee (including any fee already paid or to be paid) as the Board of Directors (‘the Board’, which term shall also include any committee thereof) may determine based on performance and guidelines framed by the Board for this purpose, which will be inclusive of the sitting fees for attending the meetings of the Board or any Committee thereof, subject to a limit of Rs. 20,00,000/- p.a., for each Non-executive Director (including Independent Directors), provided however that the aggregate fee paid in a financial year shall not exceed one per cent of the net profits of the Company, in terms of Section 197 of the Companies Act, 2013, or any amendment thereto or re-enactment thereof (‘the Act’), and computed in the manner referred to in Section 198 of the Act.”

**By order of the Board of Directors  
For Spandana Sphoorty Financial Limited**

**Sd/-**

**Rakesh Jhinharia  
Company Secretary**

**Membership No.: F8325**

**Place: Mumbai**

**Date: 28<sup>th</sup> June, 2019**

**Notes:**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. FORM MGT-11 i.e. A FORM OF PROXY IS ENCLOSED HEREWITH**
- b) A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- c) An Explanatory Statement as required by section 102 of the Companies Act, 2013 and under other provisions and rules as may be applicable setting out material facts, in respect of special business as set out in the Notice is annexed hereto.
- d) Members are requested to notify the change in the Registered Address, if any, along with the Pin code number immediately to the Company.
- e) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- f) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- g) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- h) Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- i) Shorter notice consent is attached with this notice for approval of members to call this meeting at shorter notice as required under the Companies Act, 2013 and the Articles of the Company. Members are requested to send the same on or before 11<sup>th</sup> July, 2019, to enable the Company to hold the said meeting on 11<sup>th</sup> July, 2019, (if the consent is received from 95% of members who are entitled to vote at the meeting) as required under proviso to Section 101(1) of the Companies Act, 2013 and the Revised Secretarial Standard issued by the Institute of Company Secretaries (ICSI) and as mandated with effect from 1<sup>st</sup> October, 2017 as per section 118 of the Companies Act 2013.

**Explanatory Statement to notice of Annual General meeting**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No. 4:**

As per Section 71 of the Companies Act, 2013 a Company may issue debentures in terms of Section 42 of the Companies Act, 2013 and Rule 14(1) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 states that a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company, by a Special Resolution, for each of the offers or invitations. Second Proviso to Rule 14(1) states that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

Members at the Extra-ordinary General Meeting of the Company held on 14<sup>th</sup> June, 2018, had accorded their approval by way of Special Resolution to the Board of Directors of the Company for issue of unsubordinated or subordinated, listed or unlisted, secured or unsecured, non-convertible debentures (hereinafter collectively referred as "Securities") upto an aggregate amount of Rs. 2,000 Crore under private placement basis, for the period of one year. The said approval was expired on 13<sup>th</sup> June 2019.

Pursuant to Section 71 and Section 42 (2) read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014, the approval of the members is sought by way of special resolution for issue and allot unsubordinated or subordinated, perpetual or non-perpetual listed or unlisted, secured or unsecured, non-convertible debentures under private placement, in one or more tranches, for an amount not exceeding INR 2,000 crores, and as per the terms to be decided by the Board of Directors of the Company (the "Board", which term shall include any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this Resolution), during the period of one year from the date of passing of the Special Resolution set out at item 4 of the AGM Notice

Approval of the Shareholders is being sought as required in terms of Section 71 of the Companies Act, 2013, by way of Special Resolution.

The Directors recommends the resolution for members' approval as Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

**Item No. 5:**

Members are being further informed that the Company has received a request from Abhiram Marketing Services Limited (AMSL), for granting of Loan(s)/advance(s) and give Guarantee for loan(s) to be availed by it, in one or more tranches and on such terms and condition including the rate of interest as may be mutually agreed, which shall be utilised for the expansion of business of the Company.

Members are being informed that Abhiram Marketing Services Limited, hereinafter referred to as "AMSL", is a Group Company and was incorporated on May 26, 2004 under the Companies Act, 1956 as a public limited company and received its certificate of commencement of business on May 26, 2004. The registered office of Abhiram Marketing is located at Plot No. 31 and 32, Ramky Selenium Towers, Tower A, Ground Floor, Financial District, Nanakramguda, Hyderabad 500 032, Telangana, India. AMSL is engaged in the business of purchasing, selling and otherwise dealing in all kinds of consumer durables, utilities, food stuff, appliances, building material, agriculture inputs, etc.

In terms of Section 185 of the Companies Act, 2013 ("the Act") (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), granting of loan(s)/advance(s) including any loan represented by way of a Book debt (including any loans or advances provided or to be provided), and to give Guarantee in connection with any Loan(s) or advance(s) take or to be taken, to or in favour of any other person in which Directors are interested requires the approval of the members of the Company by way of a Special Resolution.

The Board at its meeting held on June 28, 2019, subject to approval of the shareholders, approved the proposal of granting of loan(s)/advance(s) including any loan represented by way of a Book debt (including any loans or advances provided or to be provided) to AMSL, and to give Guarantee in connection with any Loan(s) or advance(s) taken or to be taken by AMSL, upto an amount which shall not exceed 2% of the Gross Asset Under Management (Gross AUM) of the Company. Further the Gross AUM as on the end of previous quarter shall be considered for the purpose of calculating the overall limit for the aforesaid loans /advances and guarantee given to AMSL.

Further the term "Gross AUM" shall mean total portfolio loans outstanding comprising the outstanding of loan portfolio held by the Company as well as the outstanding of loan portfolio which have been transferred by the Company by way of securitization or assignment as at the end of the relevant period.

The Board seek consent of the members by way of a special resolution set out at Item No. 5.

Except Mrs. Padmaja Gangireddy, Managing Director, and Mr. Abdul Feroz Khan, Chief Strategy Officer, being a Director and shareholders of AMSL and her relatives, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

**Item No. 6:**

The members are being informed that it is proposed to amend the existing Articles of Association of the Company, in order to align with the Section 9 of Companies Act, 2013 in which the word, “and a common seal” has been Omitted by the Companies (Amendment) Act, 2015 (21 of 2015), notified on 26<sup>th</sup> May, 2015, with effect from 29<sup>th</sup> May 2015.

The members are being further informed that the definition of Group Companies is proposed to be substituted as the Board of Directors at its meeting held on 28<sup>th</sup> June, 2019 has identified, its Group Companies by excluding Criss Financial Holdings Limited from its purview of Group Companies as it became a subsidiary of the Company. Further, the scope of definition of Group Companies has been widen to include such other Companies which shall be identified as Group Companies from time to time, in terms of the various laws applicable to the Company.

As per the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, approval of members of the Company by way of an special resolution is required amending the Articles of Association of the Company.

The Directors recommend the same for approval of the Shareholders by passing Special Resolution as set out in Item No. 6.

None of the Directors / Key Managerial Persons of the Company or including their relatives are concerned or interested, either directly or indirectly, financially or otherwise, in the aforesaid resolutions.

**Item No. 7:**

The Members are being informed that in terms of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (LODR)\_effective from 1<sup>st</sup> April, 2019 consent of the members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years.

Mr. Jagdish Capoor (DIN: 00002516), was appointed as an Independent Director of the Company at the Extra-Ordinary General Meeting held on 14<sup>th</sup> June, 2018, to hold office for a term of 5 (five) years up to 5<sup>th</sup> June, 2023. He has already attained the age of seventy five years and in terms of aforesaid provisions of LODR, for continuation of his office as an Independent Director of the Company beyond the age of seventy five years would require the approval of Members by a special resolution.

Justification for continuation of the directorship of Mr. Jagdish Capoor is stated below:

Mr. Jagdish Capoor aged 80 years, holds a bachelors’ degree in commerce and a masters’ degree in Commerce from Agra University. He has previously worked as the deputy governor of the Reserve Bank of India for more than four years. He also serves as a director on the board of directors of HDFC Securities Limited, LIC Housing Finance Limited, LIC Pension Fund Limited, LICHL Trustee Company Private Limited, Manappuram Finance Limited, NEL





Holdings Limited (Formerly known as Nitesh Estates Limited), Quantum Trustee Company Private Limited and on the Board of the Company since 6<sup>th</sup> June, 2018.

Mr. Capoor has been an active member of the Board and its Committees of which he is a member. He brings independent judgment on the Board of the Company and his continued association will be valuable and positive. Hence, it is recommended to continue his appointment till the completion of the remaining period of the present term. The details of Mr. Jagdish Capoor in pursuance of the provisions of the Secretarial Standards are mentioned in Annexure to this notice.

Approval of the Shareholders is being sought as required in terms of Regulation 17 (1A) of LODR, by way of Special Resolution as set out in Item No. 7.

Except Mr. Jagdish Capoor, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in this resolution.

**Item No. 8:**

The Members are being informed that the Board of Directors of your Company ('the Board') at its meeting held on 28<sup>th</sup> June, 2019 recommended for the approval of the Members, payment of remuneration by way of fee, as may be decided by the Board (including any committee thereof), subject to a limit of Rs. 20,00,000/- to the Non-Executive Directors (including Independent Directors) of the Company, to commensurate with the time devoted and the contribution made by them.

Approval of the members is sought for payment of remuneration/fee already paid or to be paid to the Non-executive Directors (including Independent Directors) of the Company.

The Non-Executive Directors (including Independent Directors) of your Company may be deemed to be interested in this Special Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is interested, financially or otherwise, in this Special Resolution. The Board recommends the same for approval of the Shareholders by passing Special Resolution as set out in Item No. 8.

**Annexure to the Notice of 16<sup>th</sup> Annual General Meeting:**

**Details of Directors who are being appointed or re-appointed as per the Secretarial Standards:**

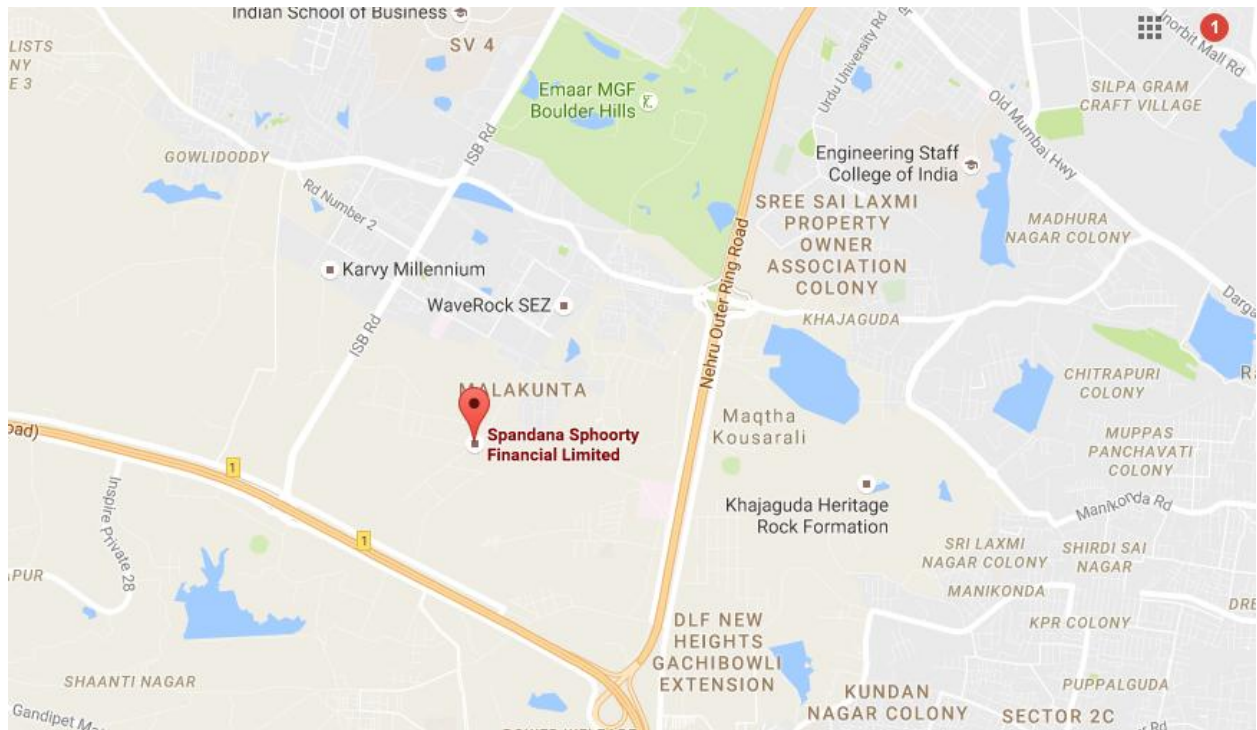
Name	Mr. Darius Dinshaw Pandole	Mr. Ramachandra Kasargod Kamath	Mr. Jagdish Capoor
Age	53 years	63 years	80 years
Qualification	- MBA from the Graduate School of Business at the University of Chicago, and a Bachelors of Arts (BA - Economics) from Harvard University	Bachelors Degree from University of Mysore	Fellow member of Indian Institute of Banking and Finance and holds a Masters degree in Commerce
Experience	More than 25 years	More than 40 years	55 years
Terms and Conditions of appointment or re-appointment along with the details of remuneration sought to be paid	To be re-appointed as Nominee Director, no remuneration is proposed to be paid	To be re-appointed as Nominee Director,  Annual fee of Rs. 20,00,000/- is proposed to be paid for the FY 2019-20.	To continue the directorship as an Independent Director for the remaining period of the term.  Annual fee of Rs. 20,00,000/- is proposed to be paid for the FY 2019-20.
Remuneration last drawn	-	Rs. 20.00 lakh (in FY 2018-19)	Rs. 16.67 lakh (in FY 2018-19)
Date of first appointment on the Board	19.05.2017	04.05.2017	06.06.2018
Shareholding in the Company	NIL	NIL	Nil
Relationship with other Directors, Managers and other Key Managerial Persons of the Company	N.A.	N.A.	N.A.
The number of meetings of the Board attended during the year	7	7	3
Directorship in other Companies	4	6	7
Membership/Chairmanship of Committees of the other Board	Chairmanship - 2 Membership - 5	Chairmanship - 1 Membership - 4	Chairmanship - 6 Membership - 8

Date : 28<sup>th</sup> June, 2019  
Place: Mumbai

By Order of the Board of Directors  
For Spandana Sphoorty Financial Limited  
Sd/-

Mr. Rakesh Jhinharia  
Company Secretary  
Membership No.: F8325

**VENUE OF AGM:** Plot No: - 31 & 32, Ramky Selenium Towers, Tower A, Second Floor, Financial Dist, Nanakramguda, Gachibowli, Hyderabad, Telangana -500032:





**SPANDANA SPHOORTY FINANCIAL LIMITED**

Regd. Office: Plot No: - 31 & 32, Ramky Selenium Towers, Tower A Ground Floor, Financial Dist, Nanakramguda, Hyderabad, TG, 500032, IN.

| Tel: 040-48126666 | E-mail:secretarial@spandanaindia.com | Website:

www.spandanaindia.com

CIN: U65929TG2003PLC040648

**ATTENDANCE SLIP**

**16<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 11<sup>TH</sup> JULY, 2019 AT 10:00 A.M.**

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the Company held on Thursday, 11<sup>th</sup> July, 2019 at 10:00 a.m. at Plot No. 31 & 32, Ramky Selenium Towers, Tower A, 2<sup>nd</sup> Floor, Financial Dist., Nanakramguda, Hyderabad, 500032.

Name of the Shareholder	
Name of the Proxy	
DPID NO./ CLIENT ID NO.	
Number of Equity Shares held	
Signature of Shareholder/ Proxy/ Authorized Representative	

*Notes:*

- 1. Only Member/Proxyholder can attend the Meeting.*
- 2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.*
- 3. A Member/Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting.*



**SPANDANA SPHOORTY FINANCIAL LIMITED**  
 Plot No: - 31 & 32, Ramky Selenium Towers, Tower A, Ground Floor, Financial Dist,  
 Nanakramguda, Hyderabad, Telengana-500032  
 Website: [www.spandanaindia.com](http://www.spandanaindia.com), CIN: U65929TG2003PLC040648  
 Ph No. 040-48126666

Form No. MGT 11

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of  
 Companies (Management and Administration) Rules, 2014]

Venue of the meeting: Plot No. 31 & 32, Ramky Selenium Towers, Tower A, Financial District, Nanakramguda, Gachibowli, Hyderabad, Telangana- 500 032

Date & Time: 11<sup>th</sup> July, 2019 & 10:00 a.m.

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

Name	
Address	
DP Id*	
Client Id*	
Folio No	
No. of shares held	

\*Applicable for investors holding shares in Electronic form.

I/We being a member/members of Spandana Sphoorty Financial Limited hereby holding \_\_\_\_\_ shares, hereby appoint

Name	
Address	
E-mail ID	
Signature	

or failing him

Name	
Address	
E-mail ID	
Signature	

or failing him

Name	
Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 11<sup>th</sup> day of July, 2019 at 10:00 a.m. at Plot No: - 31 & 32, Ramky Selenium Towers, Tower A, Financial Dist, Nanakramguda, Hyderabad, Telangana -500032 and at any adjournment thereof in respect of such resolutions as are indicated below:

- To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
- Rotation of Director
- Rotation of Director
- To accord the approval for issue of Non Convertible Debentures (NCDs) on private placement basis.
- To accord the approval for providing loan(s)/advance(s) and guarantee to Abhiram Marketing Services Limited, a Group Company.
- To amend the existing Articles of Association of the Company.
- To continue the directorship of Mr. Jagdish Capoor (DIN: 00002516) as an Independent Director for the remaining period of the term.
- To approve the payment of Annual Fees to Non-Executive Directors (including the Independent Directors) of the Company

Signed this ..... day of ..... 2019

Signature of the  
Member

Affix Revenue Stamp Rs.1
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**Notes:** The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company